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July 14, 2008

BY HAND DELIVERY

The Honorable Sue L. Robinson
J. Caleb Boggs Federal Building
844 N. King Street
Room 6124
Lockbox 31
Wilmington, DE 19801

Re: **BEPCO, L.P. v. 15375 Memorial Corp., et al., C.A. No. 08-313 (SLR)**

Dear Judge Robinson:

I write as counsel for BEPCO in reply to Mr. Demmy's letter, which was filed with the Court on behalf of the Debtors and GSF Entities and served electronically on the undersigned at the close of business on Friday, July 11, 2008. What is most notable about the letter from the Debtors and the GSF Entities is what it does not say – nowhere do they dispute the accuracy of BEPCO's simple recitation of what has transpired in the Bankruptcy Court since BEPCO's motion to bypass appellate mediation was filed in this Court or the relevance of such information to the Court's consideration of BEPCO's motion.

BEPCO's letter was intended merely to transmit information to this Court about further developments in the Bankruptcy Court that may be relevant to the Court's disposition of the Mediation Motion pending before it. BEPCO believes that it is particularly necessary and appropriate for this Court to be provided such information, given that the Bankruptcy Cases continue to proceed while the Appeals are pending before this Court. Indeed, BEPCO may have been ethically bound to inform this Court that its prior statements in its motion papers about the matters previously scheduled for the July 23, 2008 hearing in the Bankruptcy Court were no longer accurate.

Two other unfounded assertions in Mr. Demmy's letter merit a brief response. Whether the Court should consider certain of the recent filings in the Bankruptcy Court in connection with the merits of the Appeals is the subject of a separate motion pending before the Court and was not addressed by BEPCO's letter. As to the accusation of the Debtors and GSF

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Entities that BEPCO is somehow compromising the integrity of this Court's appellate mediation program by advising the Court that dates for appellate mediation have been scheduled subject to the disposition of the Mediation Motion, BEPCO fails to see how that could be the case.

I am available at the convenience of the Court to address this or any other matter currently pending before the Court in connection with the Appeals.

Respectfully,



Gregory W. Werkheiser

cc: David Buchbinder, Esquire
Mark A. Chavez, Esquire
John D. Demmy, Esquire
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